



BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

REC'D TN
REGULATORY AUTH

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Guy M. Hicks
General Counsel

OFFICE OF THE
EXECUTIVE SECRETARY

615 214 6301
Fax 615 214 7406

December 6, 2001

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*

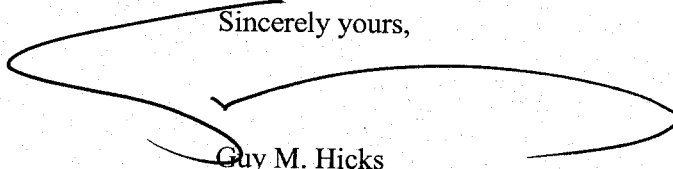
Docket No. ~~01-00477~~ 01-01094

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO Tennessee, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendments to the Interconnection Agreement dated November 4, 1999. The first Amendment modifies Attachment 2 of the Agreement to add 2-wire Universal Digital Channel. The second Amendment revises Attachment 4 of the Agreement to include the 2-Wire and 4-Wire Cross Connect rates.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Dana Shaffer, XO Tennessee, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 01-00477 01-01094

PETITION FOR APPROVAL OF THE
AMENDMENTS TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND XO TENNESSEE, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, XO Tennessee, Inc. ("XO") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendments to the Interconnection Agreement dated November 4, 1999 (the "Amendments") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, XO and BellSouth state the following:

1. XO and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to XO. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 28, 2000.

2. The parties have recently negotiated two Amendments to the Agreement. The first Amendment modifies Attachment 2 of the Agreement to add 2-wire Universal Digital Channel. The second Amendment revises Attachment 4 of the Agreement to include the 2-Wire and 4-Wire Cross Connect rates. Copies of the Amendments are attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO and BellSouth are submitting their Amendments to the TRA for its consideration and approval. The Amendments provide that either or both of the parties is authorized to submit the Amendments to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendments between BellSouth and XO within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. XO and BellSouth aver that the Amendments are consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

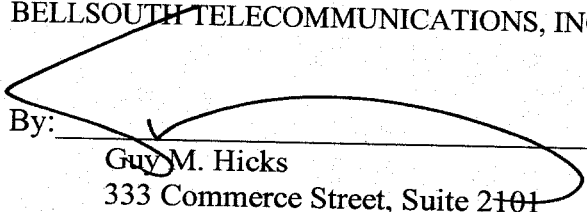
XO and BellSouth respectfully request that the TRA approve the Amendments negotiated between the parties.

This 7th day of Dec, 2001.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By:


Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

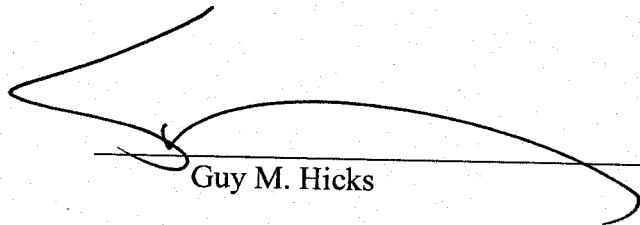
CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendments to the Interconnection Agreement on the following via United States Mail on the 7th day of June, 2001:

Dana Shaffer
XO Tennessee, Inc.
105 Molloy Street, Suite 300
Nashville, TN 37201-2315

XO Tennessee, Inc.
Regulatory Department
105 Molloy Street, Suite 300
Nashville, TN 37201-2315

XO Communications, Inc.
Regulatory Department
1730 Rhode Island Ave., NW
Suite 1000
Washington, D.C. 20036



Guy M. Hicks

**AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
XO TENNESSEE, INC. AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED NOVEMBER 4, 1999**

Pursuant to this Amendment, (the "Amendment"), XO Tennessee, Inc. ("XO"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated November 4, 1999 ("Agreement")

WHEREAS, BellSouth and XO entered into the Agreement on November 4, 1999, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Attachment 4 of the Agreement is hereby amended to include the 2-Wire and 4-Wire Cross Connect rates set forth in Exhibit 1, attached hereto.
2. All of the other provisions of the Agreement, dated November 4, 1999, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252 (e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

XO Tennessee, Inc.

By: 

Name: DANA SHARF

Title: VICE PRESIDENT

Date: 10-3-01

BellSouth Telecommunications, Inc.

By: 

Name: GREGORY R FOLLENSBEE

Title: Senior Director

Date: 10/3/01

EXHIBIT 1

XO Tennessee, Inc.
Cross Connect Amendment
Exhibit 1
Page 1 of 1

**AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
XO TENNESSEE, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED NOVEMBER 4, 1999**

Pursuant to this Amendment, (the "Amendment"), XO Tennessee, Inc. ("XO"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated November 4, 1999 ("Agreement")

WHEREAS, BellSouth and XO entered into the Agreement on November 4, 1999, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Section 2.2.4 of Attachment 2 of the Agreement is hereby amended to add the following sub-sections 2.2.4.1 and 2.2.4.2.
 - 2.2.4.1 BellSouth shall make available the 2-wire Universal Digital Channel (IDSL Compatible). The Universal Digital Channel (UDC) (also known as IDSL-compatible Loop) is intended to be compatible with IDSL service and has the same physical characteristics and transmission specifications as BellSouth's ISDN-capable loop. These specifications are listed in BellSouth's TR73600.
 - 2.2.4.2 The UDC may be provisioned on copper or through a Digital Loop Carrier (DLC) system. When UDC Loops are provisioned using a DLC system, the Loops will be provisioned on time slots that are compatible with data-only services such as IDSL.
2. Section 2.2.5 of Attachment 2 of the Agreement is hereby deleted in its entirety and replaced with a new Section 2.2.5 as follows:
 - 2.2.5 As a chargeable option on all unbundled loops except SL1, Universal Digital Channel (UDC) and the Unbundled Copper Loop (UCL), BellSouth will offer Order Coordination-Time Specific (OC-TS). This will allow XO the ability to specify the time that the coordinated conversation takes place. The order coordination –

time specific rates are contained in Attachment 12 and are applied on a per order basis. BellSouth shall refund such order coordination-time specific rate if the conversion does not occur at the time XO specifies in its LSR pursuant to intervals set forth in Attachment 11. XO will order unbundled loops and pay appropriate charges for such loops as set forth in Attachment 12.

3. Attachment 12 of the Agreement is amended to incorporate rates for the UDC as set forth in Exhibit 1 to this Amendment.
3. All of the other provisions of the Agreement, dated November 4, 1999, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252 (e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

XO Tennessee, Inc.

By: 

Name: R. Gerard Salemmme

Title: Senior Vice President

Date: 8-28-01

BellSouthTelecommunications, Inc.

By: 

Name: Gregory R Follenster

Title: Senior Director

Date: 9/20/01

XO Tennessee, Inc.
UDC Amendment
Exhibit 1
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